

COPY

File Number 6137-708-5

OFFICIAL FILE

I.C.C. DOCKET NO. 000800

Exhibit No. 2
Witness J. J. [Signature]

Date 2/8/61 Reporter [Signature]

State of Illinois
Office of
The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
CABLE & WIRELESS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE HAS BEEN FILED
IN THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of
Illinois, by virtue of the powers vested in me by law, do hereby issue
this certificate and attach hereto a copy of the Application of the
aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 13TH
day of DECEMBER A.D. 2000 and of
the Independence of the United States the two
hundred and 25TH



Jesse White

Secretary of State

Form **BCA-13.15**
(Rev. Jan. 1999)

APPLICATION FOR CERTIFICATE
OF AUTHORITY TO
TRANSACTION BUSINESS IN ILLINOIS

SUBMIT IN DUPLICATE!

Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-1834
<http://www.sos.state.il.us>

This space for use by Secretary of State

FILED

DEC 13 2000

**JESSE WHITE
SECRETARY OF STATE**

This space for use by
Secretary of State

Date 12-13-00

License Fee \$ 10,794.81

Franchise Tax \$ 75.00

Filing Fee \$ 75.00

Penalties \$ 11,869.86

Approved: AK \$ 11,869.86

1. (a) CORPORATE NAME: Cable & Wireless, Inc.

(Complete Item 1 (b) only if the corporate name is not available in this state.)

(b) ASSUMED CORPORATE NAME: _____

(By electing this assumed name, the corporation hereby agrees NOT to use its corporate name in the transaction of business in Illinois. Form BCA 4.15 is attached.)

2. (a) State or Country of Incorporation: Delaware

(b) Date of Incorporation: March 31, 2000

(c) Period of Duration: Perpetual

3. (a) Address of the principal office, wherever located: (b) Address of principal office in Illinois:
(If none, so state)

c/o Cable & Wireless, Inc.

8129 Leesburg Pike - Attn: Gen Counsel

None

Vienna, VA 22182

4. Name and address of the registered agent and registered office in Illinois.

Registered Agent Illinois Corporation Service Company

First Name

Middle Name

Last Name

Registered Office 700 South Second Street

Number

Street

Suite #

Springfield

62704

Sangamon

City

Zip Code

County

5. States and countries in which it is admitted or qualified to transact business: (Include state of incorporation)

AL, AK, AZ, AR, CA, CO, CT, DE, DC, FL, GA, HI, ID, IN, IA, KS, KY, LA, ME, MD, MA, MI, MN,

6. Names and residential addresses of officers and directors:

Name

No. & Street

City

State

ZIP

President See attached officers/directors rider

Secretary

Director

Director

Director

If more than 3, attach list

7. Purpose or purposes proposed to be pursued in transacting business in this state:

(If not sufficient space to cover this point, add one or more sheets of this size.)
To act as a telecommunication service provider, especially internet protocol and data for businesses, and other telecommunication related services. To engage in any act or activity for which corporations may be organized UNDER THE GENERAL CORPORATION ACT OF

Delaware AND AS PERMITTED BY THE ILLINOIS BUSINESS CORPORATION ACT OF 1983

8. Authorized and issued shares:

Class	Series	Par Value	Number of Shares Authorized	Number of Shares Issued
Common		0.01	3000	10

9. Paid-in Capital: \$ 1,103,769,326

("Paid-in Capital" replaces the terms Stated Capital & Paid-in Surplus and is equal to the total of these accounts.)

10. (a) Give an estimate of the total value of all the property* of the corporation for the following year: \$ 4689094286
- (b) Give an estimate of the total value of all the property* of the corporation for the following year that will be located in Illinois: \$ 15261414
- (c) State the estimated total business of the corporation to be transacted by it everywhere for the following year: \$ 1420339290
- (d) State the estimated annual business of the corporation to be transacted by it at or from places of business in the State of Illinois: \$ 24571820

11. Interrogatories: (Important — this section must be completed.)

8129 Leesburg
Pike, Vienna, VA

- ** (a) Office or offices to which all contracts with the corporation are forwarded for final acceptance:
(b) Number of shares of all classes owned by residents of Illinois: none
(c) Number of shares of all classes owned by non-residents of Illinois: 100%
(d) Is the corporation transacting business in this state at this time? no
(e) If the answer to item 11(d) is yes, state the exact date on which it commenced to transact business in Illinois:

12. This application is accompanied by a certified copy of the articles of incorporation, as amended, duly authenticated, within the last ninety (90) days, by the proper officer of the state or country wherein the corporation is incorporated.

13. The undersigned corporation has caused this statement to be signed by its duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true. (All signatures must be in **BLACK INK**.)

Dated November 8 2000
(Month & Day) (Year)
attested by Richard H. Goshorn
(Signature of Secretary or Assistant Secretary)
Richard H. Goshorn, Secretary
(Type or Print Name and Title)

Cable & Wireless, Inc.
(Exact Name of Corporation)
Alan Gibbs
(Signature of President or Vice President)
by Alan Gibbs, President
(Type or Print Name and Title)

* PROPERTY as used in this application shall apply to all property of the corporation, real, personal, tangible, intangible, or mixed without qualifications.

** When the response to #11(a) list ONLY an Illinois address, then the total business as reflected in #10(c) is also considered to be Illinois business for the purpose of computing the Illinois allocation factor. By signing this application, the corporation affirms that it is aware that the amount of paid-in capital, and consequently the amount of license fees and franchise taxes, may be proportionately higher due to the Illinois address shown under #11(a).

OFFICERS/DIRECTORS RIDER

Application for Certificate of Authority

Cable & Wireless, Inc.

List of Officers

Name:	Alan Gibbs	Title: President
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182	
Name:	Richard H. Goshorn	Title: Secretary
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182	
Name:	Vincent Gibson	Title: Treasurer
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182	
Name:	Robert N. Walton	Title: Assistant Secretary
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182	
Name:	Jonathan Spencer	Title: Assistant Secretary
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182	

List of Directors

Name:	Alan Gibbs	Term:
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182	
Name:	Richard H. Goshorn	Term:
Bus. Addr.:	c/o Cable & Wireless, Inc. 8219 Leesburg Pike, Vienna, VA 22182	